

RECORDATION NO. 26164 FILED

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FEB 01 '06 11-00 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

February 1, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of February 1, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation 6250 River Road, Suite 5000 Rosemont, Illinois 60018
Lessee:	Norfolk Southern Railway Company 110 Franklin Road, S.E. Roanoke, Virginia 24042

Mr. Vernon A. Williams  
February 1, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document is:

79 locomotives: NS 5501 – NS 5580 (except NS 5531).

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF LEASE AGREEMENT  
(Surface Transportation Board)**

**FEB 01 '06 11-00 AM**

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE AND LEASE SUPPLEMENT NO. 1 dated as of February 1, 2006, is between FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Lessor"), and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Lessee has leased from Lessor certain locomotives identified on Schedule 1, attached hereto, under that certain Equipment Lease, dated as of February 1, 2006 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

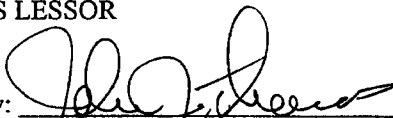
C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION,

AS LESSOR

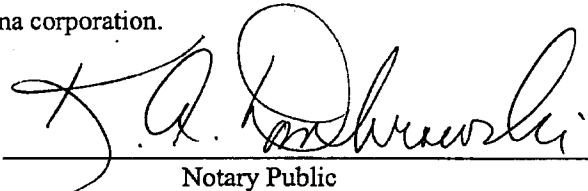
By: 

Name: John J. Thomas

Title: President

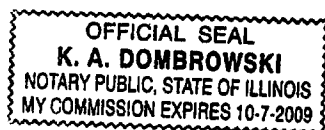
STATE OF ILLINOIS )  
 ) ss:  
COUNTY OF COOK )

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cook this     day of January, 2006 by John J. Thomas, as President of FIRST UNION RAIL CORPORATION, a North Carolina corporation.

  
Notary Public

My commission expires: 10-7-2009

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

NORFOLK SOUTHERN RAILWAY COMPANY, AS  
LESSEE

By: 

Name: R.D. White

Title: Assistant Vice President Material Management

STATE OF VA )  
 ) ss:  
COUNTY OF Roanoke )

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Roanoke this 30 day of JANUARY, 2006 by R.D. White, as Assistant Vice President Material Management of NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation.

  
Notary Public

My commission expires: JAN. 31, 2007

[Notarial Seal]

Schedule 1

EQUIPMENT DESCRIPTION

	Manufacturer:	Model:	Type:	Serial Number:	Locomotive Number:
1	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-9	NS 5501
2	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-2	NS 5502
3	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-66	NS 5503
4	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-5	NS 5504
5	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-17	NS 5505
6	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-20	NS 5506
7	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-19	NS 5507
8	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-49	NS 5508
9	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-48	NS 5509
10	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-35	NS 5510
11	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-1	NS 5511
12	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-2	NS 5512
13	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-05	NS 5513
14	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-122	NS 5514
15	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-11	NS 5515
16	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7368-2	NS 5516
17	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-7	NS 5517
18	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5744-12	NS 5518
19	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-70	NS 5519
20	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-16	NS 5520
21	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7191-49	NS 5521
22	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7307-26	NS 5522
23	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-17	NS 5523
24	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-46	NS 5524
25	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7307-03	NS 5525
26	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-16	NS 5526
27	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-22	NS 5527
28	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5744-3	NS 5528
29	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-5	NS 5529
30	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-14	NS 5530
31	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-7	NS 5532
32	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-15	NS 5533
33	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-16	NS 5534
34	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-17	NS 5535
35	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-27	NS 5536
36	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7307-28	NS 5537
37	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-20	NS 5538
38	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-27	NS 5539
39	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-8	NS 5540
40	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-19	NS 5541
41	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5744-11	NS 5542
42	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-22	NS 5543
43	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-29	NS 5544
44	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-3	NS 5545
45	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7307-18	NS 5546
46	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5744-22	NS 5547
47	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-67	NS 5548
48	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-42	NS 5549
49	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-34	NS 5550
50	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7189-11	NS 5551

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Memorandum of Lease (STB)

51	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-9	NS 5552
52	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-18	NS 5553
53	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-52	NS 5554
54	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5744-17	NS 5555
55	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7307-19	NS 5556
56	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-23	NS 5557
57	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-56	NS 5558
58	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7307-14	NS 5559
59	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-25	NS 5560
60	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-3	NS 5561
61	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-15	NS 5562
62	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-13	NS 5563
63	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-10	NS 5564
64	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-21	NS 5565
65	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-32	NS 5566
66	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-54	NS 5567
67	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-31	NS 5568
68	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5744-23	NS 5569
69	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7191-50	NS 5570
70	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5744-23	NS 5571
71	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-3	NS 5572
72	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-15	NS 5573
73	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5744-2	NS 5574
74	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-21	NS 5575
75	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-1	NS 5576
76	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-57	NS 5577
77	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-63	NS 5578
78	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7191-33	NS 5579
79	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7189-9	NS 5580

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: February 1, 2006

A handwritten signature in black ink, appearing to read 'R. Alvord', written over a horizontal line.

Robert W. Alvord